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Counsel for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
GOL LINHAS AÉREAS INTELIGENTES S.A.,	: Case No. 24-10118 (MG)
<i>et al.</i> , ¹	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

CERTIFICATE OF NO OBJECTION

Pursuant to 28 U.S.C. § 1746, Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York, and in accordance with this Court's case management procedures set forth

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: GOL Linhas Aéreas Intelligentsia S.A. (N/A); GOL Linhas Aéreas S.A. (0124); GTX S.A. (N/A); GAC, Inc. (N/A); Gol Finance (Luxembourg) (N/A); Gol Finance (Cayman) (N/A); Smiles Fidelidade S.A. (N/A); Smiles Viagens e Turismo S.A. (N/A); Smiles Fidelidade Argentina S.A. (N/A); Smiles Viajes y Turismo S.A. (N/A); Capitânia Air Fundo de Investimento Multimercado Crédito Privado Investimento no Exterior (N/A); Sorriso Fundo de Investimento em Cotas de Fundos de Investimento Multimercado Crédito Privado Investimento no Exterior (N/A); and Gol Equity Finance (N/A). The Debtors' service address is Praça Comandante Linneu Gomes, S/N, Portaria 3, Jardim Aeroporto, 04626-020 São Paulo, São Paulo, Federative Republic of Brazil.

in the *Final Order Implementing Certain Notice and Case Management Procedures* [Docket No. 175], the undersigned counsel for the above-captioned debtors and debtors-in-possession (the “Debtors”) hereby certifies as follows:

1. On September 9, 2024, the Debtors filed the *Debtors’ Motion for Entry of an Order Authorizing Them to Reject Certain Aircraft Leases and Related Agreements* [Docket No. 935] (the “Aircraft Rejection Motion”).

2. The deadline for filing objections or responses to the relief requested in the Aircraft Rejection Motion was September 17, 2024, at 4:00 p.m. (prevailing Eastern time) (the “Objection Deadline”).

3. The Aircraft Rejection Motion was served on September 9, 2024. *See Affidavit of Service* [Docket No. 949].

4. Local Rule 9075-2 provides that the motion may be granted without a hearing if (a) no objections or other responsive pleadings have been filed on or before the applicable objection deadline, and (b) the attorney for the entity that filed the motion complies with such rule.

5. As of the filing of this certificate, more than forty-eight (48) hours have elapsed since the Objection Deadline, and to the best of my knowledge, no responsive pleading to the Aircraft Rejection Motion has been (a) filed with the Court on the docket of the above-captioned chapter 11 cases or (b) served on the Debtors or their counsel.

6. Accordingly, the Debtors respectfully request entry of the proposed order granting the relief requested in the Aircraft Rejection Motion, attached hereto as **Exhibit A** (the “Order”).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
and correct to the best of my knowledge and belief.

Dated: New York, New York
September 19, 2024

MILBANK LLP

/s/ Evan R. Fleck

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EXHIBIT A

Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
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GOL LINHAS AÉREAS INTELIGENTES S.A.,	: Case No. 24-10118 (MG)
<i>et al.</i> , ¹	:
	: (Jointly Administered)
Debtors.	:
	:
-----X	

**ORDER AUTHORIZING THE DEBTORS TO REJECT
CERTAIN AIRCRAFT LEASES AND RELATED AGREEMENTS**

Upon consideration of the motion (the “Motion”)² of the above-captioned Debtors, seeking entry of an Order pursuant to sections 105(a) and 365 of the Bankruptcy Code authorizing the Debtors to reject the Leases, Common Terms Agreement, and Settlement Agreement relating to the Returned Aircraft identified in the Rejection Schedule effective as of the applicable Rejection Date set forth in the Rejection Schedule, all as described more fully in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and it appearing that venue of these Chapter 11 Cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary under the

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² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

circumstances; and upon the Motion and the Ethier Declaration; and upon the statements of counsel in support of the relief requested in the Motion at the hearing before the Court; and all of the proceedings had before the Court; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED and approved in all respects.
2. Pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, and subject to the terms of this Order, the Leases, Common Terms Agreement, and Settlement Agreement identified on **Schedule 1** to this Order (the "Rejection Schedule") are hereby rejected, effective as of the Rejection Date set forth in the Rejection Schedule.
3. In accordance with the *Order (i) Establishing Bar Dates for Filing Proofs of Claim; (ii) Approving Proof of Claim Forms, Bar Date Notices, and Mailing and Publication Procedures; (iii) Implementing Procedures Regarding 503(B)(9) Claims and Administrative Claims; and (iv) Granting Related Relief* [ECF No. 447], any claims arising out of the rejection of the Leases, Common Terms Agreement, and Settlement Agreement must be filed by the date that is thirty days following entry of this Order.
4. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any party.
5. The Debtors are authorized and empowered to take all actions necessary to implement the relief requested in this Order.

6. This Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the implementation of this Order.

Dated: _____, 2024
New York, New York

THE HONORABLE MARTIN GLENN
CHIEF UNITED STATES BANKRUPTCY JUDGE

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SCHEDULE 1

Rejection Schedule¹

Leases

Agreement	Lessee	Lessor / Notice Parties	Aircraft Mfr., Model, Serial No. (MSN)	Registration No.	Engine Mfr., Model, Serial Nos. (ESN)	Location of Airframe and Engines	Rejection Date / Date Available for Retrieval
Aircraft Lease Agreement, dated June 6, 2008.	GOL Linhas Aéreas S.A.	<p><u>Lessor:</u> Genesis Funding Norway 1 AS</p> <p>Genesis Funding Norway 1 AB c/o Advokatfirman Vinge Box 1703, Smalandsgatan 20 111 87 Stockholm Sweden Attn: Facsimile: Contract Manager + 46 8 614 3190</p> <p>With a copy to: GENESIS AIRCRAFT SERVICES LIMITED Email: mhegarty@genesis.aero Tel: +353 1 525 0287 Mob: +353 87 940 2719</p>	<p>Boeing model 737-700</p> <p>MSN 29905</p>	PR-VBU	<p>CFM56-7B22</p> <p>ESN 874911 and 875915</p>	Redelivered October 16, 2023	September 9, 2024
Aircraft Lease Agreement, dated June 21, 2006.	GOL Linhas Aéreas S.A.	<p><u>Lessor:</u> Genesis Funding Sweden 1 AB</p> <p>Genesis Funding Sweden I AB c/o Advokatfirman Vinge Box 1703, Smalandsgatan 20 111 87 Stockholm Sweden Attn: Facsimile: Contract Manager</p>	<p>Boeing model 737-800</p> <p>MSN 34474</p>	PR-GTA	<p>CFM56-7B27/B1</p> <p>ESN 892643 and 892650</p>	Redelivered June 1, 2023	September 9, 2024

¹ For the avoidance of doubt, the Leases, Common Terms Agreement, and Settlement Agreement listed on this Rejection Schedule include any amendments, modifications, or supplements thereto. The inclusion of the Leases, Common Terms Agreement, and Settlement Agreement on the Rejection Schedule does not constitute an admission as to the executory or non-executory or unexpired or expired nature of such agreements, as applicable, or as to the existence or validity of any claims held by the counterparty or counterparties to such agreements and the Debtors reserve all rights and remedies in connection therewith.

		+ 46 8 614 3190 With a copy to: GENESIS AIRCRAFT SERVICES LIMITED Email: mhegarty@genesis.aero Tel: +353 1 525 0287 Mob: +353 87 940 2719					
Aircraft Lease Agreement, dated June 21, 2006.	GOL Linhas Aéreas S.A.	<u>Lessor:</u> Genesis Funding Sweden 1 AB Genesis Funding Sweden I AB c/o Advokatfirman Vinge Box 1703, Smalandsgatan 20 111 87 Stockholm Sweden Attn: Facsimile: Contract Manager + 46 8 614 3190 With a copy to: GENESIS AIRCRAFT SERVICES LIMITED Email: mhegarty@genesis.aero Tel: +353 1 525 0287 Mob: +353 87 940 2719	Boeing model 737-800 MSN 34475	PR-GTB	CFM56-7B27 ESN 892124 and 894123	Airframe and ESN 892124 – redelivered July 31, 2023 ESN 894123 – redelivered May 1, 2022	September 9, 2024

Settlement Agreement

Agreement	Lessee / Guarantor	Counterparties / Notice Parties	Aircraft Mfr., Model, Serial No. (MSN)	Rejection Date / Date Available for Retrieval
Settlement of Outstanding Amounts owed by Lessee under the GOL Leases, dated June 1, 2023.	<u>Lessee:</u> GOL Linhas Aéreas S.A. <u>Guarantor:</u> GOL Linhas Aéreas Inteligentes S.A.	<u>Lessors:</u> Genesis Funding Norway 1 AS Genesis Funding Norway 1 AB c/o Advokatfirman Vinge Box 1703, Smalandsgatan 20 111 87 Stockholm Sweden Attn: Facsimile: Contract Manager + 46 8 614 3190 With a copy to: GENESIS AIRCRAFT SERVICES LIMITED Email: mhegarty@genesis.aero Tel: +353 1 525 0287 Mob: +353 87 940 2719 Genesis Funding Sweden 1 AB Genesis Funding Sweden I AB c/o Advokatfirman Vinge Box 1703, Smalandsgatan 20 111 87 Stockholm Sweden Attn: Facsimile: Contract Manager + 46 8 614 3190 With a copy to: GENESIS AIRCRAFT SERVICES LIMITED Email: mhegarty@genesis.aero Tel: +353 1 525 0287 Mob: +353 87 940 2719	MSN 29905; MSN 34475; MSN 34474	September 9, 2024

Common Terms Agreement

Agreement	Lessee / Guarantor	Counterparties / Notice Parties	Rejection Date / Date Available for Retrieval
Aircraft Lease Common Terms Agreement Between Genesis Funding Limited and VRG Linhas Aéreas S.A. (n/k/a, GOL Linhas Aéreas S.A.) dated June 6, 2008.	<p><u>Lessee:</u> GOL Linhas Aéreas S.A.</p> <p><u>Guarantor:</u> GOL Linhas Aéreas Inteligentes S.A.</p>	<p><u>Lessors:</u> Genesis Funding Norway 1 AS</p> <p>Genesis Funding Norway 1 AB c/o Advokatfirman Vinge Box 1703, Smalandsgatan 20 111 87 Stockholm Sweden Attn: Facsimile: Contract Manager + 46 8 614 3190</p> <p>With a copy to:</p> <p>GENESIS AIRCRAFT SERVICES LIMITED Email: mhegarty@genesis.aero Tel: +353 1 525 0287 Mob: +353 87 940 2719</p> <p>Genesis Funding Sweden 1 AB</p> <p>Genesis Funding Sweden I AB c/o Advokatfirman Vinge Box 1703, Smalandsgatan 20 111 87 Stockholm Sweden Attn: Facsimile: Contract Manager + 46 8 614 3190</p> <p>With a copy to:</p> <p>GENESIS AIRCRAFT SERVICES LIMITED Email: mhegarty@genesis.aero Tel: +353 1 525 0287 Mob: +353 87 940 2719</p>	September 9, 2024